

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE
COMMISSION,

Case No. 12-CV-1065 (ADS/AKT)

Plaintiff,

v.

BRIAN RAYMOND CALLAHAN, ADAM
MANSON, DISTINCTIVE INVESTMENTS
LLC, and DISTINCTIVE VENTURES LLC;

Defendants,
SHERI MANSON CALLAHAN,

Assigned to:
Hon. Arthur D. Spatt (USDJ)
Hon. A. Kathleen Tomlinson

Relief Defendant.

ORDER

AUTHORIZING RECEIVER TO RETAIN AND EMPLOY ACCOUNTANTS

Upon the Receiver's Motion to Retain and Employ Accountants [ECF Doc. ____], and upon reading the Receiver's Declaration in support of such motion, and being duly advised of the merits,

IT IS HEREBY ADJUDGED, DECREED AND ORDERED on this _____ day of _____, 2013 that:

1. The Receiver duly performed its duties and properly determined that the Receiver's retention of Weiser Mazars LLP is necessary and essential to enable the Receiver to faithfully execute his court-ordered duties.
2. The Receiver's Motion is hereby granted in its entirety.

3. The Receiver is authorized to retain and employ Weiser Mazars LLP as the accountants for the Receivership Estate and Receivership Entities, and to utilize Weiser Mazars LLP, to assist the Receiver in fulfilling his duties in the manner which the Receiver believes is in the best interest of the Receivership Estate, including providing the Receiver with accounting and forensic analysis services, as provided in the Motion and subject to Weiser Mazars agreeing to comply with the Billing Instructions for Receivers in Civil Actions Commenced by the U.S. Securities and Exchange Commission (the “Billing Instructions”) and the provisions in Section XIV of the Initial Receivership Order, including quarterly fee applications and 20% holdbacks of the amount of fees and expenses for each applications.

THE HONORABLE ARTHUR D. SPATT
UNITED STATES DISTRICT JUDGE

Index No. Civil Case No. 12 CV 1065 (ADS/ETB)

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,
- against -BRIAN RAYMOND CALLAHAN, ADAM MASNAN, DISTINCTIVE
INVESTMENTS VENTURES LLC,

Defendants.

SHERI MANSON CALLAHAN,

Relief Defendant

COPY

ORDER AUTHORIZING RECEIVER TO RETAIN AND EMPLOY ACCOUNTANTSGOTTESMAN, WOLGEL, MALAMY, FLYNN & WEINBERG, P.C.
A Professional Corporation Incorporated in the State of New York

Attorneys for

RECEIVER11 HANOVER SQUARE
NEW YORK, N.Y. 10005
TEL. NO. (212) 495-0100
FAX NO. (212) 480-9797*Pursuant to 22 NYCRR 130-1.1-a, the undersigned, an attorney admitted to practice in the courts of New York State, certifies that, upon information and belief and reasonable inquiry, (1) the contentions contained in the annexed document are not frivolous and that (2) if the annexed document is an initiating pleading, (i) the matter was not obtained through illegal conduct, or that if it was, the attorney or other persons responsible for the illegal conduct are not participating in the matter or sharing in any fee earned therefrom and that (ii) if the matter involves potential claims for personal injury or wrongful death, the matter was not obtained in violation of 22 NYCRR 1200.41-a.*

Dated: Signature

Print Signer's Name.....

Service of a copy of the within is hereby admitted.

Dated:

Attorney(s) for

PLEASE TAKE NOTICE

Check Applicable Box

 NOTICE OF ENTRYthat the within is a (certified) true copy of a
entered in the office of the clerk of the within-named Court on

20

 NOTICE OF SETTLEMENTthat an Order of which the within is a true copy will be presented for settlement to the
Hon. , one of the judges of the within-named Court,
at
on 20 , at M.

Dated:

GOTTESMAN, WOLGEL, MALAMY, FLYNN & WEINBERG, P.C.
A Professional Corporation Incorporated in the State of New York

Attorneys for

To:

11 HANOVER SQUARE
NEW YORK, N.Y. 10005